

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>,)	Case No. 01-1139 (KJC)
)	
Debtors.)	Objection Deadline: September 5, 2013 at 4:00 p.m.
)	Hearing: Schedule if Necessary (Negative Notice)

**NOTICE OF FILING OF SECOND MONTHLY INTERIM APPLICATION OF
ORRICK, HERRINGTON & SUTCLIFFE LLP,
BANKRUPTCY COUNSEL TO ROGER FRANKEL,
ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE**

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Unsecured Creditors; (5) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (6) Counsel to the Official Committee of Asbestos Property Damage Claimants; (7) Counsel to the Official Committee of Equity Holders; (8) Counsel to the Debtors-in-Possession Lender; and (9) the Fee Auditor

Orrick, Herrington & Sutcliffe LLP (“Orrick”), bankruptcy counsel to Roger Frankel, the successor Court-appointed legal representative for future asbestos personal injury claimants (the “FCR”), has filed and served its Second Monthly Application of Orrick, Herrington & Sutcliffe LLP for Compensation for Services Rendered and Reimbursement of Expenses as bankruptcy counsel to the FCR for the time period June 1, 2013 through June 30, 2013, seeking payment of fees in the amount of \$55,813.20 (80% of \$69,766.50), and expenses of \$4,883.95, for a total amount of \$60,697.15 (the “Application”).

This Application is submitted pursuant to the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement for Expenses for Professionals and Official Committee Members signed April 17, 2002, amending the Court’s Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code

Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered May 3, 2001 (collectively, the "Administrative Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, DE 19801, on or before **September 5, 2013 at 4:00 P.M., Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for FCR, Richard H. Wyron, Esquire and Debra L. Felder, Esquire, Orrick, Herrington & Sutcliffe LLP, 1152 15th Street, NW, Washington, DC 20005 and John C. Phillips, Esquire, Phillips, Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (ii) co-counsel for the Debtors, John Donley, Esquire, and Adam Paul, Esquire, Kirkland & Ellis, LLP, 300 North LaSalle, Chicago, IL 60654 and Laura Davis Jones, Esquire, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iii) co-counsel to the Official Committee of Unsecured Creditors, Kenneth Pasquale, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 222 Delaware Avenue, Suite 1600, Wilmington, DE 19801; (iv) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (v) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Rita C. Tobin, Esquire, Caplin & Drysdale, Chartered, 600 Lexington Avenue, 21st Floor, New York, NY 10022-6000 and Marla R. Eskin, Esquire, Mark T.

Hurford, Esquire, Kathleen Campbell Davis, Esquire, Campbell & Levine, LLC, 222 Delaware Avenue, Suite 1620, Wilmington, DE 19801; (vi) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 and Neil B. Glassman, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (vii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (viii) the Office of the United States Trustee, ATTN: Richard Schepecarter, Esquire, 844 N. King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801; and (ix) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates, 2235 Ridge Road, Suite 105, Rockwall, TX 75087.

Any questions regarding this Notice or attachments may be directed to the undersigned counsel.

ORRICK, HERRINGTON & SUTCLIFFE LLP

By:/S/ RICHARD H. WYRON

Richard H. Wyron, admitted *pro hac vice*
Debra L. Felder, admitted *pro hac vice*
Columbia Center
1152 15th Street, NW
Washington, DC 20005
(202) 339-8400

—and—

PHILLIPS, GOLDMAN & SPENCE, P.A.
John C. Phillips, Jr. (#110)
1200 North Broom Street
Wilmington, DE 19806
(302) 655-4200

*Counsel to Roger Frankel, Asbestos PI Future
Claimants' Representative*

Dated: August 15, 2013